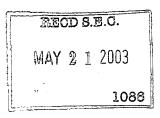
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federa failure to file the appropriate federal notice will not result in a loss of an available such exemption is predicated on the filing of a federal notice.



## FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

1227481 FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL							
OMB Number: Expires:	3235-0076 May 31, 2002						
Estimated average be hours per response							

	SEC USE ONI	_Y
Prefix		Serial
	ATE RECEIV	ED

,	g (□check if this is an a ffshore Fixed Income		•	indicate change.)				·
Filing Under (Ch	eck box(es) that apply):	□Rule 504	□Rule 505	, ⊠Rule 506		☐ Section 4(6)		.OE
Type of Filing:	□New Filing	⊠Amendment						
		A.	BASIC IDENTIF	ICATION DATA	A			
1. Enter the infor	mation requested about	the issuer					2 4 4 4 4 8 8 10 7 10 10 10 10 10 10 10 10 10 10 10 10 10	
Name of Issuer FrontPoint O	(□check if`this is an a ffshore Fixed Income		υ,	indicate change.)				
Address of Execu	itive Offices		(Number and Stree	et, City, State, Zip	Code)	Telephone Numb	er (Includi	ing Area Code)
Address of Princi	pal Business Operation cutive Offices)	S	(Number and Stree	et, City, State, Zip	Code)	Telephone Numb	•	,
Brief Description	of Business						F	NAN 222003
Type of Business	Organization						$\overline{}$	MM SE
□eorporation		☐ limited	partnership, alread	y formed	□otl	er (please specify	): 🖊	TOURSON!
□business tru:	st	☐ limited	partnership, to be i	ormed			,	FINANCIAL
•	ted Date of Incorporatio	-		Month		Year	etual	☐ Estimated
Jurisdiction of In	corporation or Organiza	•	etter U.S. Postal Sei ida; FN for other fo			te:		

## GENERAL INSTRUCTIONS

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

## A. BASIC IDENTIFICATION DATA

- Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer,
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Check Box(es) that Apply:	Promoter	⊠Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ir	ndividual)				
Fidulex Management Inc.					
Business or Residence Address		reet, City, State, Zip Code)			
P.O. Box 6, 1014 Eldorado,	Panama - City of F	Panama			
Check Box(es) that Apply:	☐ Promoter	□Beneficial Owner	☐Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if it	ndividual)		0		
Business or Residence Address	(Number and St	reet, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	□Beneficial Owner	☐Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if in	ndividual)				
Business or Residence Address	(Number and St	reet, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	□Beneficial Owner	☐Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if in	ndividual)				
Business or Residence Address	(Number and St	reet, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐Beneficial Owner	☐Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if in	ndividual)				
Business or Residence Address	(Number and St	reet, City, State, Zip Code)			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	□ General and/or Managing Partner
Full Name (Last name first, if in	ndividual)				
Business or Residence Address	(Number and St	reet, City, State, Zip Code)			
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if in	ndividual)				

SEC 1972 (6/99)

	,			B. 1	NFORMAT	ION ABOU	T OFFERI	NG				
											Yes	No
1. I-	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?						• • • • • • • • • • • • • • • • • • •					
					• •	ix, Column 2						
2. V	Vhat is the min	imum invest	ment that wil	l be accepted	from any in-	dividual?			• • • • • • • • • • • • • • • • • • • •			
3. I	Does the offering permit joint ownership of a single unit?									Yes	No	
										commission o		
a	n associated pe	erson or agen	it of a broker	or dealer reg	istered with	the SEC an	d/or with a s	tate or states.	, list the nam	n to be listed in e of the broke y set forth the	r	
	nformation for											
Full Na	me (Last name	e first, if indiv	vidual)									
D			O.T	1 Ct Cit-	St							
Busine	ss or Residence	e Address	(Number and	a Street, City	, State, Zip C	lode)						
Name o	of Associated E	Broker or Dea	ıler				··········			<del></del>	_	
	n Which Perso											
(Che	ck "All States"	or check ind	lividual States	s)							LJ A	All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[H]	[D]
[IL] [MT]	[IN] [NE]	[IA] . [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] · [OK]	[MS] [OR]	[MO] [PA]
	me (Last name			[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
	(2000-1000-1000-1000-1000-1000-1000-1000	,	,,,,									
Busine	ss or Residence	e Address	(Number and	d Street, City	, State, Zip C	Code)						
<b>.</b> .	CA 1.T	2 1 12				<del></del>					-	
ivame (	of Associated E	Stoker of Dea	aier									
States i	n Which Perso	n Listed Has	Solicited or I	ntends to So	licit Purchase	ers		<del></del>			_	
(Che	ck "All States"	or check ind	lividual States	s)							🗆 A	All States
[AL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC]	[FL] [MI]	[GA] [MN]	[HI] [MS]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[MA] [ND]	[OH]	[OK]	[OR]	[MO] [PA]
	me (Last name			[1X]	[01]	[V1]	[VA]	[WA]	[WV]	[WI]	[WY]	[PK]
I un 14a	ine (Last nam	e msi, n mar	viduai)									
Busine	ss or Residence	e Address	(Number an	d Street, City	, State, Zip C	Code)						
Name	of Associated E	Broker or Dea	aler							•		
States i	n Which Perso	on Listed Has	Solicited or I	ntends to So	licit Purchase	ers						
								· · · · · · · · · · · · · · · · · · ·			🗆 A	All States
•												
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NA]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA] [PK]
[]	[50]	[52]				e additional c				r*J	(··· • J	[* **]

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" is answer is "none" or "zero." If the transaction is an exchange offering, check this box $\Box$ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security	Aggregate Offering Price	*		Amount Already Sold
	Debt \$			<b>\$</b> _	
	Equity\$  ☐ Common ☐ Preferred			. \$	
	Convertible Securities (including warrants)			\$_	
	Partnership Interests			\$_	
	Other (specify participating, non-voting shares )	306,762,99	2	\$_	306,762,992
	Total	306,762,99	2	. \$_	306,762,992
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors			Aggregate Dollar Amount of Purchases
	Accredited Investors	49		\$_	306,762,992
	Non-accredited Investors			\$_	
	Total (for filings under Rule 504 only)			\$_	
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.				Dollar Amount
	Type of offering	Type of Security			Sold
	Rule 505			. \$_	<u></u>
	Regulation A			\$_	
	Rule 504			. \$_	
	Total			- \$	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees			\$_	
	Printing and Engraving Costs			\$_	
	Legal Fees		$\boxtimes$	\$_	35,000
	Accounting Fees			\$_	
	Engineering Fees			\$_	
	Sales Commissions (specify finders' fees separately)			\$_	
	Other Expenses (identify)			\$_	
	Total			<b>\$</b> _	35,000

SEC 1972 (6/99)

	C. OFFERING PRICE,	NUMBER OF INVESTORS, EXPENSE	SAND	USE OF PROCEE	DS	
	b. Enter the difference between the aggregate Question 1 and total expenses furnished in response the "adjusted gross proceeds to the issuer."		nce is		\$	306,727,922
5.	Indicate below the amount of the adjusted groused for each of the purposes shown. If the a estimate and check the box to the left of the estitute adjusted gross proceeds to the issuer set fort	mount for any purpose is not known, furnismate. The total of the payments listed must of	sh an equal	Payments to Officers, Directors & Affiliates		Payments to Others
	Salaries and fees		□ \$ .		. □ \$ _	
	Purchase of real estate		□ \$ .		□ \$ _	
	Purchase, rental or leasing and installation o	f machinery and equipment	□ \$		. □ \$ _	
	Construction or leasing of plant buildings an	d facilities	□ \$		□ \$ _	
	Acquisition of other businesses (including offering that may be used in exchange for pursuant to a merger)	r the assets or securities of another issuer	□ s _			
	Repayment of indebtedness					
	Working capital				- □ <sub>\$</sub>	
	Other (specify): <u>Investment in limited par</u>		-		⊠	306,727,922
			□ <sub>\$ _</sub>		. <sup></sup> \$	
	Column Totals		□ <sub>\$</sub>		⊠ \$ _	306,727,922
	Total Payments Listed (column totals added	)		⊠ § <u>          3</u> (	06,727,9	22_
		D. FEDERAL SIGNATURE				
or	e issuer has duly caused this notice to be signed by astitutes an undertaking by the issuer to furnish to the the issuer to any non-accredited investor pursuant to	ne U.S. Securities and Exchange Commission				
SS	uer (Print or Type)	Signature / /		Date	_	
	ontPoint Offshore Fixed Income oportunities Fund, Ltd.	AM		May <b>/</b> 9	, 2003	
	me of Signer (Print or Type)	Title of Signer (Print or Type)		<u> </u>		
Αrl	hur Lev	Attorney-in-Fact for FrontPoint Fixed In Manager of the Issuer	come (	Opportunities Fund	GP, LLC	1

# **ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)